

CT CORPORATION SYSTEM

MAR 27 1998

ATTACHMENT A

30000 Telegraph Road  
Birmingham, AL 35225  
Tel 248 645 9033  
Fax 248 645 9034

March 24, 1998

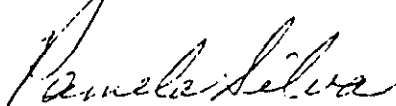
Dear Joyce:

Re: CMS MARKETING, SERVICES AND TRADING COMPANY  
ORDER #1122938

As requested, the qualification for the above named company was recorded in Cook County, Illinois on February 20, 1998. Evidence of the filing is enclosed.

We appreciate this opportunity to be of service.

Very truly yours,



Pamela Silva  
Customer Specialist

Enclosures

Ms. Joyce Norkey  
Consumers Power Company  
212 W. Michigan Ave.  
Jackson, MI 49201



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN  
SECRETARY OF STATE

FEBRUARY 6, 1998

5979-703-4

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE CMS MARKETING, SERVICES AND TRADING COMPANY

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "George H. Ryan".

GEORGE H. RYAN  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

GHR:CD

File Number 5979-703-4

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
CMS MARKETING, SERVICES AND TRADING COMPANY  
INCORPORATED UNDER THE LAWS OF THE STATE OF MICHIGAN HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 6TH day of FEBRUARY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



*George H. Ryan*

Secretary of State

BOX 170

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

98137689 Page 2 of 5

**SUBMIT IN DUPLICATE!**George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62758  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

FEB 6 1998

GEORGE H. RYAN  
SECRETARY OF STATEThis space for use by  
Secretary of StateDate 2-6-98  
License Fee \$  
Franchise Tax \$25.00  
Filing Fee \$75.00  
Penalties \$  
Approved: [Signature] 100.001. (a) CORPORATE NAME: CHS Marketing, Services and Trading Company

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan(b) Date of Incorporation: October 17, 1996(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

Fairlane Plaza South, Suite 1100, 330  
Town Center Drive(b) Address of principal office in Illinois:  
(If none, so state)NoneDearborn, Michigan 48126

4. Name and address of the registered agent and registered office in Illinois.

**EXPEDITED**

Registered Agent

C T Corporation System

First Name

Middle Name

Last Name

FEB 06 1998

Registered Office

c/o C T Corporation System, 208 S. La Salle Street

Number

Street

Suite #

Chicago60604Cook

City

Zip Code

County

**SECRETARY OF STATE**

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

(Pending)

(Pending)

Indiana, Kentucky, Massachusetts, Michigan, New York, Pennsylvania, and Texas.

6. Names and residential addresses of officers and directors:

| Name      | No. & Street                          | City | State | Zip |
|-----------|---------------------------------------|------|-------|-----|
| President | <u>See attached list of officers</u>  |      |       |     |
| Secretary | _____                                 |      |       |     |
| Director  | <u>See attached list of directors</u> |      |       |     |
| Director  | _____                                 |      |       |     |
| Director  | _____                                 |      |       |     |

**BOX 170**

## 7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)  
 to engage in any lawful act or activity for which corporations may be organized under the General Corporation law of Michigan and permitted under the Illinois Business Corporation Act, but not limited to, offering electric energy to commercial and industrial customers, including, as well as related services. These services would be in areas of consulting, construction and maintenance.

## 8. Authorized and issued shares:

| Class  | Series      | Par Value | Number of Shares Authorized | Number of Shares Issued |
|--------|-------------|-----------|-----------------------------|-------------------------|
| Common | (No series) | NPV       | 60,000                      | 10                      |

## 9. Paid-in Capital: \$1,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$3,800,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$1,736,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$1,000,000

## 11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:  
Office: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 10
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

## 12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated January 27, 1998

CHS Marketing, Services and Trading Company

(Exact Name of Corporation)

attested by Joyce H. Norkey  
(Signature of Secretary or Assistant Secretary)

by Thomas A. McNish  
(Signature of President or Vice President)

Joyce H. Norkey, Assistant Secretary

(Type or Print Name and Title)

Thomas A. McNish, Vice President

(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By doing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of corporate fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

BOX 170

01/29/98

**Directors and Officers**  
**CMS Marketing, Services and Trading Company**

**DIRECTORS:**

|   |          |
|---|----------|
| Victor J. Fryling                       | Director |
| Home : 137 N. Brady                     |          |
| Address : Dearborn, MI 48124            |          |
| Rodger A. Kershner                      | Director |
| Home : 4 Lake Court                     |          |
| Address : Grosse Pointe Park, MI 48230  |          |
| William T. McCormick, Jr.               | Director |
| Home : 205 Lakeshore Drive              |          |
| Address : Grosse Pointe Farms, MI 48236 |          |
| William W. Schivley                     | Director |
| Home : 2221 Applewood                   |          |
| Address : Milford, MI 48381             |          |
| Alan M. Wright                          | Director |
| Home : 3735 Tanglewood Court            |          |
| Address : Ann Arbor, MI 48105           |          |

**OFFICERS:**

|                                |   |
|--------------------------------|---|
| Victor J. Fryling              | Chairman of the Board, President and<br>Chief Executive Officer |
| Home : 137 N. Brady            |   |
| Address : Dearborn, MI 48124   |   |
| William W. Schivley            | Executive Vice President and Chief<br>Operating Officer         |
| Home : 2221 Applewood          |   |
| Address : Milford, MI 48381    |   |
| Alan M. Wright                 | Vice President, Treasurer and Chief<br>Financial Officer        |
| Home : 3735 Tanglewood Court   |   |
| Address : Ann Arbor, MI 48105  |   |
| Preston D. Hopper              | Vice President and Chief Accounting<br>Officer                  |
| Home : 21494 Parkwood Lane     |   |
| Address : Northville, MI 48167 |   |
| Thomas A. McNish               | Vice President and Secretary                                    |
| Home : 9130 Woodberry Road     |   |
| Address : Plymouth, MI 48170   |   |
| Robert D. Gabbard, Jr.         | Vice President  |
| Home : 5070 Gullane Drive      |   |
| Address : Ann Arbor, MI 48103  |   |
| Royal P. Lefere, Jr.           | Vice President  |
| Home : 1732 Maybrook           |   |
| Address : Jackson, MI 49203    |   |

**BOX 170**

David B. Geyer Vice President  
Home : None given.  
Address :  
  
Terry A. Woolley Controller  
Home : 8181 Wayne Road  
Address : Westland, MI 48185  
  
Joyce H. Norkey Assistant Secretary  
Home : 1000 E. McDevitt Avenue  
Address : Jackson, MI 49203

BOX 170